

AMENDED AND RESTATED
BYLAWS
of the
NATIONAL ARCHERY ASSOCIATION
OF THE UNITED STATES

dba

USAA

Approved: March 24, 2007

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ARTICLE I.

NAME AND STATUS

Section 1.1. Name.

The name of the corporation is the National Archery Association of the United States, doing business as USAA (“USAA”). USAA may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks, or trademarks as may be appropriate to further its purposes, mission recognition and goals.

Section 1.2. Non-profit Status.

USAA shall be a non-profit corporation incorporated and licensed pursuant to the laws of the State of Colorado. USAA shall be operated for charitable and educational purposes and it shall also have as its purpose to foster national and international amateur sports competition in the sport of Archery. USAA shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”).

ARTICLE II.

OFFICES

Section 2.1. Business Offices.

The principal office of USAA shall be in Colorado Springs, Colorado. USAA may at any time and from time to time change the location of its principal office. USAA may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the affairs of USAA may require from time to time.

Section 2.2. Registered Office.

The registered office of USAA required by the Colorado Revised Nonprofit Corporation Act (the “Nonprofit Corporation Act”) shall be maintained in Colorado. The registered office may be changed from time to time by the Board of Directors or by the officers of USAA, or to the extent permitted by the Nonprofit Corporation Act by the registered agent of USAA. The registered office may be, but need not be, the same as the principal office.

ARTICLE III.

MISSION

Section 3.1. Purpose

The purpose of USAA is to foster the sport of Archery as a national pastime from which we can develop interest and abilities at all age levels to include international sports superiority in archery programs and athlete performance.

Section 3.2. Mission.

The mission of USAA shall be to enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, World Championships and international competitions and to promote and grow the sport of Archery in the United States.

ARTICLE IV.

Certification as National Governing Body

Section 4.1. Certification as a National Governing Body.

USAA shall seek and attempt to maintain certification by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of archery in the United States. In furtherance of that purpose, USAA shall comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 – 220543220543) (the “Act”) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements, the corporation shall:

- a) Governance and Compliance.
 - i. fulfill all responsibilities as an NGB as set forth in the Act
 - ii. adopt and maintain governance and athlete representation policies complying with the requirements of these Bylaws
 - iii. adopt and maintain an Athletes Advisory Council and Para Athletes Advisory Council as a part of its overall governance structure
 - iv. adopt and maintain appropriate good governance practices
 - v. be recognized by the Internal Revenue Service as a tax-exempt organization under the Internal Revenue Code
 - vi. adopt and enforce a code of conduct for its employees, members, Board of Directors, officers and contractors including clear conflicts of interest principles
 - vii. adopt and enforce ethics policies and procedures
 - viii. demonstrate an organizational commitment to diversity and inclusion
 - ix. satisfy such other requirements as are set forth by the USOPC

- b) Financial Standards and Reporting Practices.
 - i. demonstrate financial operational capability to administer its sport
 - ii. be financially and operationally transparent and accountable to its members and to the USOPC
 - iii. adopt a budget and maintain accurate accounting records in accordance with accounting principles generally accepted in the United States of America (GAAP)
 - iv. submit its complete IRS Form 990 and audited financial statements, including management letter and budget, to the USOPC annually
 - v. post on its website its current bylaws and other organic documents, its IRS Form 990 for the three most recent years, and its audited financial statements for the three most recent years
 - vi. satisfy such other requirements as are set forth by the USOPC

c) Athlete Safety.

- i. comply with all applicable athlete safety and child protection laws
- ii. comply with the policies and requirements of the U.S. Center for SafeSport (USCSS)
- iii. maintain and enforce an athlete safety program consistent with the policy(ies) and standards directed by the USOPC
- iv. comply with the anti-doping policies of the USOPC and with the policies and procedures of USADA and WADA
- v. satisfy such other requirements as are set forth by the USOPC

d) Sport Performance.

- i. maintain and execute on a strategic plan that is capable of supporting athletes in achieving sustained competitive excellence, and in growing the sport
- ii. establish clear athlete, team, and team official selection procedures approved by the relevant Sport Committee and by the USOPC, for Delegation Event teams as applicable, and timely disseminate such procedures to the athletes and team officials
- iii. effectively conduct, in accordance with such selection procedures, a selection process, including any trials (as approved by the USOPC), to select athletes for Delegation Event teams
- iv. competently and timely recommend to the USOPC athletes, teams, and team officials for Delegation Event teams as applicable
- v. maintain and implement effective plans for successfully training Delegation Event athletes
- vi. satisfy such other requirements as are set forth by the USOPC

e) Operational Performance.

- i. demonstrate managerial capability to administer its sport
- ii. obtain and keep current insurance policies in such amount and for such risk management as appropriate
- iii. actively seek, in good faith, to generate revenue in addition to any resources that may be provided by the USOPC, sufficient to achieve financial sustainability
- iv. maintain and enforce grievance procedures that provide for prompt and equitable resolution of grievances and fair notice and an opportunity for a hearing before declaring an individual ineligible to participate;
- v. adopt a whistleblower and anti-retaliation policy;
- vi. cooperate with the USOPC in preventing the unauthorized use of the names and trademarks of the USOPC, the words “Olympic,” “Paralympic” and “Pan American,” and their derivatives, as well as their symbolic equivalents

- vii. satisfy such other requirements as are set forth by the USOPC

4.2. National Governing Body SafeSport and Anti-Doping Obligations.

- a. Compliance with the USOPC and USCSS Policies and Procedures. As a member National Governing Body of the USOPC, USAA shall adhere to the athlete safety rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent SafeSport organization designated by the USOPC to investigate and resolve SafeSport violations. The USOPC has designated the USCSS as that organization. The current SafeSport rules, policies and procedures are available at the offices of USAA or on-line at the following website: www.safesport.org. USAA also shall adopt and maintain athlete safety policies and procedures consistent with the USCSS rules, policies, and procedures, as they may be modified or amended from time to time. USAA's current athlete safety rules, policies, and procedures are available at the offices of USAA or on-line at the following website: www.usarchery.org.
- b. Compliance with the USOPC, United States Anti-Doping Agency (USADA) and World Anti-Doping Agency (WADA) Rules and Regulations. As a member National Governing Body of the USOPC, USAA shall adhere to the anti-doping rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(k) provides that, as a condition of membership in the USOPC, each National Governing Body shall comply with the policies and procedures of the independent anti-doping organization designated by the USOPC to investigate and resolve anti-doping rule violations. The USOPC has designated USADA as that organization. The current anti-doping rules, policies and procedures are available at the offices of USAA or on-line at the following website: www.usada.org and <http://www.wada-ama.org/>.

ARTICLE V.

MEMBERS

Section 5.1. Categories of Membership.

USAA shall have the individual and organization membership categories each requiring the qualifications and having the voting and other rights and privileges indicated:

- a. Individual Membership Categories –
 1. Adult Membership. Adult membership shall be granted to anyone in the following categories over the age of eighteen, upon application and payment of dues.
 - i. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Archery.
 - ii. Coach members. Coach members are those individuals who register as active coaches and who are certified as level two or above by USAA.
 - iii. Judge members. Judge members are those individuals who register as active judges and who are certified as judges by USAA.
 - iv. Collegiate members. Collegiate members are those individuals who register as a current student enrolled in a two or four-year college/university.
 - v. Partner Association Adult members. Partner Association Adult members are those individuals who have a current membership in the National Field Archery Association (NFAA) and who hold a current instructor/coach certification with USAA.
 2. Youth members. Youth membership shall be granted to anyone up to and through the calendar year of their eighteenth birthday, upon application and payment of dues. Upon attaining their eighteenth birthday, a youth member shall automatically become eligible to be an adult member, upon application and payment of appropriate dues.
 - i. Partner Association Youth members. Partner Association Youth members are those youth individuals who have a current membership in the National Field Archery Association (NFAA).
 3. Family members. Family membership may be granted to a family upon application, payment of dues, and approval of the Chief Executive Officer.

4. Recreational members. Recreational membership shall be granted to any individual, upon application and payment of dues.
 5. Temporary members. Temporary membership shall be granted to any individual, upon application and payment of dues, who desires to have a membership that is only valid for one specific club or state level event.
 6. Free members.
 - i. S3DA members. S3DA members are these individuals who have a current membership with Scholastic 3D Archery (S3DA) who have never been a member of USAA. This annual membership will be free and non-renewable.
 - ii. OAS members. OAS members are these individuals who are currently participating in the Olympic Archery in the Schools Program (OAS) who have never been a member of USAA. This annual membership will be free and non-renewable.
 - iii. NASP members. NASP members are these individuals who are currently participating in the National Archery in the Schools Program (NASP) who have never been a member of USAA. This annual membership will be free and non-renewable.
 - iv. Varsity Archery Program members. Varsity Archery Program members are these individuals who are currently participating in the Varsity Archery Program who have never been a member of USAA. This annual membership will be free and non-renewable.
 - v. Explore Archery members. Explore Archery members are these individuals who are currently participating in the Explore Archery Program who have never been a member of USAA. This annual membership will be free and non-renewable.
 - vi. Promotional members. Promotional members are these individuals who are former members of USAA (all access, recreational and partner members only). Eligible members must be lapsed for a minimum of 30 days and will be assigned this membership at USAA's discretion. This limited time membership will be free and non-renewable.
 7. Life members. Life members are those individuals who register as life members and who pay to USAA a life membership fee.
 8. Honorary members. Honorary membership, with exemption from regular dues, may be granted for exceptional merit or service, by the Board of Directors.
- b. Organization Membership Categories –

1. Registered Clubs (JOAD, Adult and Collegiate). Registered clubs are those Archery clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of USAA.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct, on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athlete competition, a national program or regular national amateur athletic competition in the sport of Archery which meets the following criteria:

(i) It qualifies under the Sports Act as an amateur sport organization;

(ii) It conducts national and international programs or competitions in archery and desires to obtain status as an Affiliated Organization member of USAA and is willing to assume the rights and responsibilities for its archery programs or competitions as may from time to time be prescribed by USAA; and

(iii) It agrees to comply with USAA Bylaws and with USAA's applicable rules and policies and agrees to adhere to the relevant requirements of the Sports Act.

Each Affiliated Organization member shall retain its own autonomy in its internal organization, governance, competitions, finances, business, and other activities and affairs. Recognition by USAA and approval of membership in USAA by the Board of Directors shall be extended to the entity that is the Affiliated Organization member only and not to the individual members or programs of the Affiliated Organization member.

3. Contributing Organization members. Contributing Organization members are those amateur or commercial sports organizations that register as contributing organizations, and which conduct athletic programs or activities that further the sport of Archery in the United States or which otherwise support the sport of Archery in the United States. A state association that has executed a State Association Agreement with USAA and whose status as a state association sanctioned by USAA has not been placed on probation or revoked (a "State Association") shall be a Contributing Organization member. Membership in USAA shall be extended to the entity that is the Contributing Organization member only and not to the individual members or programs of the Contributing Organization member.

Each organization desiring to become an Affiliated Organization member or Contributing Organization member, other than a State Association,

must submit an application to the Board of Directors, together with copies of the applicant's charter, constitution, articles of incorporation, bylaws, rules, regulations and/or similar organizational documents and such other information as the Board may request.

Whenever the term "members" is used herein without further modification, it shall refer to all members of every category.

Section 5.2. Voting and Other Rights of Members.

- a. **Members Entitled to Vote.** Individuals who are U.S. citizens, 18 years or older and belong to any of the following membership categories shall be entitled to one vote in all matters submitted to a vote of the membership and one vote in an election for each member of the Board for which they qualify per section 7.5 of the Bylaws: Adult members, Collegiate members, Life members, and Honorary members. Each member of a family registered under a Family membership who is a U.S. citizen and is eighteen years of age or older shall also be entitled to one vote on all matters submitted to a vote of the membership and one vote in an election for each member of the Board for which they qualify per section 7.5 of the Bylaws. Organizations belonging to the following membership categories shall be entitled to one vote in an election for directors of the Board: Registered Club members and Affiliated Organization members. No other voting privileges are conferred upon these members. Organizations will identify a primary contact person who must be 18 years or older and belong to any of the membership categories identified for individual members in this section to be entitled to vote in an election. Organizations who have appointed a primary contact not meeting these requirements will result in the organization not being eligible to vote in an election for directors of the Board.
- b. **Members Not Entitled to Vote.** Youth members, Recreational members, Temporary members, NFAA Temporary members, Free members, Contributing Organization members and State Associations. have no voting privileges. Individual or family members of Registered Clubs, Affiliated Organization members and Contributing Organization members shall have no voting privileges unless they also belong to an individual membership category that is entitled to vote as provided in Section 5.2(a) of these Bylaws.
- c. An individual shall be a member of USAA forty-five days prior to the date of the election or membership vote (record date) to be eligible to vote in such election or membership vote. Notice of an upcoming election will be posted on the USAA website as well as sent via e-mail to current members who are potentially eligible to vote on a date specified by the then current Board of Directors Election Policy to assure that the member can renew membership if

needed before the forty-five-day deadline. After this forty-five-day deadline has passed, no changes will be made to the resulting list of eligible voters.

d. Other Rights of Members.

- All Adult members, Life members, Youth members, Collegiate members, Family members, and Honorary members shall be (i) entitled to compete in all USAA tournaments for which they are eligible, (ii) provided insurance coverage, (iii) eligible for national rankings and national and international team participation, and (iv) eligible for other benefits, which shall be determined from time to time by USAA.
- Recreational members shall be entitled to insurance coverage provided to all members and are eligible to compete in the Virtual Tournament only.
- Temporary members shall be entitled to insurance coverage provided to all members and are eligible to compete in a single event for which they have registered so long as it is a club or state level event.
- NFAA Temporary members shall be entitled to insurance coverage provided to all members and are eligible to compete in a single state, regional or national event for which they have registered with the exception of JOAD, Collegiate and U.S. Team Trials events. NFAA Temporary members are not eligible to earn a national ranking or eligible for international team participation.
- Free (S3DA, NASP, OAS, Varsity Archery, Explore Archery and Promotional) members are eligible to compete in club, state, regional and national level events, however they are not eligible to earn a national ranking, nor will they be eligible for international team or RED program participation.
- Other benefits may be determined from time to time by USAA for any member type.

Section 5.3. Membership Requirements and Dues.

- a. Membership in USAA is a privilege and creates with it certain obligations and duties.
- b. It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World Anti-Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by USAA, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or USAA, inclusion in the Registered Testing Pool, or otherwise, subject to the World Anti-Doping Code to Comply with all anti-doping rules of WADA, the international sports federation, World Archery as the worldwide governing body for the sport of Archery international (the “International Federation” or “IF”), the USOPC , and of the U.S. Anti-Doping Agency (USADA Protocol)

and all other policies and rules adopted by WADA, the IF and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the IF. In addition, Athletes agree to submit to drug testing by the IF, and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

- c. As a condition of membership in USAA and a condition for participation in any competition or event sanctioned by USAA or its member organizations, each member and each athlete, coach, trainer, agent, athlete support personnel, medical or para-medical personnel, team staff, official and other person who participates in USAA events (whether or not a USAA member), agrees to comply with and be bound by the USCSS rules, policies and procedures of the USCSS and to submit, without reservation or condition, to the jurisdiction of the USCSS for the resolution of any alleged violations of those rules, policies and procedures, as may be amended from time to time. To the extent any USAA rule is inconsistent with the rules of the USCSS, such rule is hereby superseded.
- d. The Board of Directors may establish such membership initiation fees, periodic dues and other assessments, which may vary by category of membership, and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the proration or refund of dues and assessments in appropriate cases as the Board of Directors shall deem necessary or appropriate. A dues schedule and information regarding USAA dues policy with respect to the various categories of membership shall be prepared in writing and made available to members from time to time as prescribed by the Board of Directors.
- e. Upon payment of annual dues, membership shall be granted for one or more years from the date on which dues were paid. Any member who is in arrears in the payment of dues shall be dropped from the membership rolls and all benefits and privileges associated with that membership will cease.

Section 5.4. Suspension and Termination of Membership.

The membership of any member may be suspended or terminated at any time with or without cause by the Board of Directors. A member shall have the right to a hearing prior to suspension or termination in accordance with procedures contained in Article 15 of these bylaws. A member may only resign if the member has paid all dues then payable.

Section 5.5. Transfer of Membership.

Members may not transfer their membership in USAA. Members shall have no ownership rights or beneficial interests of any kind in the property of USAA.

ARTICLE VI.

REGIONAL DIVISIONS AND ASSOCIATION OF STATE ORGANIZATIONS

Section 6.1. Regional Divisions.

The Board of Directors shall divide the United States into geographic regions as the Board determines in its sole discretion will best serve the interests of the sport of Archery. The Board may only change the geographic region division once every four years after the initial division. The regions shall be an extension of USAA and not separate entities. Additionally, USAA may hold regional competitions or conduct such other regional activities that promote the mission of USAA as the Board and the Chief Executive Officer determine in their sole discretion.

EAST REGION

Connecticut
Delaware
District of Columbia
Maine
Maryland
Massachusetts
New Hampshire
New Jersey
New York
Pennsylvania
Rhode Island
Vermont
Virginia
West Virginia

NORTH REGION

Illinois
Indiana
Iowa
Kansas
Michigan
Minnesota
Missouri
Nebraska
North Dakota
Ohio
South Dakota
Wisconsin

SOUTH REGION

Alabama
Arkansas
Florida
Georgia
Kentucky
Louisiana
Mississippi
North Carolina
Oklahoma

WEST REGION

Alaska
Arizona
California
Colorado
Hawaii
Idaho
Montana
Nevada
New Mexico

South Carolina
Tennessee
Texas

Oregon
Utah
Washington
Wyoming

ARTICLE VII.

BOARD OF DIRECTORS

Section 7.1. General Powers.

Except as otherwise provided in the Nonprofit Corporation Act, these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of USAA shall be governed by its Board of Directors.

Section 7.2. Function of the Board.

The USAA Board of Directors shall represent the interests of the Archery community for USAA in the United States and its athletes by providing USAA with policy, guidance and strategic direction. The Board shall oversee the management of USAA and its affairs, but it does not manage USAA. The Board shall select a well-qualified and ethical Chief Executive Officer and diligently oversee the Chief Executive Officer in the operation of USAA. The Board shall focus on long-term objectives and impacts rather than on day-to-day management, empowering the Chief Executive Officer to manage a staff-driven organization with effective Board oversight. In addition, the Board performs the following specific functions, among others:

- a. Implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of USAA, and to evaluate Board performance;
- b. Selects, compensates, evaluates and has the ability to terminate the Chief Executive Officer and plans for management succession;
- c. Reviews and approves USAA's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- d. Sets policy and provides guidance and strategic direction to management on significant issues facing USAA;
- e. Reviews and approves significant corporate actions;
- f. Oversees the financial reporting process, communications with stakeholders, and USAA's legal and regulatory compliance program;
- g. Oversees effective corporate governance;
- h. Approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;

- i. Reviews and approves financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, selects independent auditors;
- j. Monitors to determine whether USAA's assets are being properly protected;
- k. Monitors USAA's compliance with laws and regulations and the performance of its broader responsibilities;
- l. Ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis;
- m. Develops a review process for conflict of interest forms and timelines for the Ethics Committee to follow.

Section 7.3. Qualifications.

Each director of the Board of Directors must be a citizen of the United States and eighteen years of age or older. Each director of the Board of Directors will be required to complete and maintain a USCSS training and current USAA background screening for the duration of their service on the Board. A director need not be a resident of Colorado.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, (iii) possess an understanding of athletic competition and the Olympic ideals, (iv) have diverse experience in the key business, financial, and other challenges that face USAA, (v) have experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport, and (vi) be effective, in conjunction with the other members of the Board, in collectively serving the long-term interests of USAA. At least one of the independent directors, who shall also serve on the Audit Committee, shall have financial expertise.

Members of the Board of Directors shall be selected without regard to race, color, religion, national origin, sexual orientation, gender identity and sex (provided that to the extent USAA conducts separate male and female programs), it shall provide for reasonable representation of both males and females on the Board of Directors.

Directors shall inform the N&GC ("N&GC") of any changes in their employment responsibilities or other constraints on their time for the N&GC to determine whether it is appropriate to nominate the Board director for continuing Board service.

Section 7.4. Number of Directors and Composition of the Board.

The Board of Directors shall consist of fifteen total directors, comprised as follows:

- a. Five representatives of the Athlete members of USAA, one of whom shall be the USAA representative to the USOPC Athletes Advisory Council, one of whom shall be from the USAA Para Athletes' Advisory Council, one of whom shall be competing in the compound discipline and two of whom will be at-large athlete members of USAA, who meet the "Eligible-Athlete" definition noted in 11.2 and 11.11, of which at least one must be female. (collectively, the "Athlete Directors").
- b. One representative of the Coach members of USAA (the "Coach Director").
- c. One representative of the Judge members of USAA (the "Judge Director").
- d. One at-large representative who shall be a member of USAA's general membership.
- e. Two representatives of the Registered Clubs members of USAA (one from Registered JOAD Clubs and one from Non-JOAD Registered Clubs (Adult and Collegiate) of USAA (the "Grassroots Directors").
- f. Four independent directors (the "Independent Directors") as defined in Section 7.6.
- g. One representative of the Affiliated Organization members of USAA (the "Affiliated Organization Director") as defined in Section 7.5(i).

At least twenty-five percent of the Board of Directors shall be independent directors (four) and at least thirty percent shall be athlete directors (five). The rest shall be drawn from appropriate representation in the U.S. Archery community, with no single constituency having been involved in selecting a majority of directors.

Section 7.5. Nomination and Election.

The USAA Board of Directors shall be nominated and elected in the following manner:

- a. No Multiple Candidacies. No person may, in any one election, be a candidate for more than one position on the Board of Directors.
- b. Once the Nominations and Governance Committee ("N&GC") has determined that the nominee for a Director position is qualified to serve if elected, the nominee will initiate a membership with USAA (if not already a member) and complete the background screening required to be on the election ballot. The Director will complete a USCSS training through the USAA membership system within 45 days of being elected. An Independent Director candidate who initiates a membership solely for the purpose of completing the required background screening and USCSS training will not be considered as having a material relationship with USAA.

- c. Board of Director seat elections will be conducted using instant run-off voting (IRV) or “ranked choice voting” in which voters rank candidates by preference on their ballots. If a candidate wins a majority of first choice votes (50% +1), they are declared the winner. Should no candidate win a majority of first choice votes, the candidate receiving the least number of votes in the first round is eliminated. The votes of the eliminated candidate are then distributed to the second choice indicated by the vote. In each round, each voter’s ballot shall count as a single vote for whatever continuing candidate the voter has ranked highest. The candidate with the fewest votes after each round shall be eliminated until only two candidates remain, with the candidate then receiving the greatest number of votes (which will always be over the 50% threshold by definition) being elected. If any of the candidates are tied at the end of the first count, the tie is broken by using a count of second choice votes, using only the second-choice votes of the tied candidates. Any subsequent ties in later counts are to be broken by the previous count of the tied candidates.
- d. The USOPC AAC Athlete Director will be USAA's representative to the USOPC Athletes Advisory Council, elected pursuant to Section 12.3 of these Bylaws. The Compound Athlete Director, Para Athlete Director and at-large Athlete Directors shall be elected pursuant to Section 11.7 and 11.16 of these Bylaws.
- e. The Coach Director will come from Coach members of USAA who are in good standing. At the appropriate time, the N&GC will solicit nominations of coaches who are Coach members, Level Two and above, in accordance with procedures to be established by the Board of Directors Election Policy. The nominees will be considered by the N&GC to determine that they each meet minimum qualifications to serve if elected. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors. N&GC will then request that nominees initiate a background screening through the organization’s membership system. Following successful completion of the nominees’ background screening and confirmation that there are no current USCSS adjudications, the names of all qualified nominees who shall then stand for election will be announced. All current USAA Coach members (as defined in Section 5.1 of these Bylaws) in good standing shall then vote for the Coach Director in accordance with procedures to be established by USAA. Each USAA Coach member in good standing shall have one vote.
- f. The Judge Director will come from nominations made by Judge members of USAA whose Level 2 Certified or Level 3 National Judge certification is in good standing. At the appropriate time, the N&GC will solicit nominations of individuals who are currently certified Judge members, in accordance with procedures to be established by the Board of Directors Election Policy. The nominees will be considered by the N&GC to determine that they each meet

minimum qualifications to serve if elected. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors. The N&GC will then request that the nominee's initiate a background screening through the organization's membership system. Upon successful completion of the nominees' background screening and confirmation that there are no current USCSS adjudications, the names of all qualified nominees will be presented to the Judge members for election. All current USAA certified Judge members (as defined in Section 5.1 of these Bylaws) in good standing shall then vote for the Judge Director in accordance with procedures outlined in the Board of Directors Election Policy. Each USAA Judge member in good standing shall have one vote.

- g. At an appropriate time, the N&GC will solicit nominations of individuals who are eligible voting members to serve as the At-Large Director to be elected, in accordance with procedures to be established by the Board of Directors Election Policy. . The nominees will be considered by the N&GC to determine that they each meet minimum qualifications to serve if elected.,). The Ethics Committee will conduct a review of all qualified nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors. The N&GC will then request that the nominees initiate a background screening through the organization's membership system. Upon successful completion of the nominees' background screening and confirmation that there are no current USCSS adjudications, the names of all qualified nominees who shall then stand for election will be announced. Any individual member who is entitled to vote as defined om Section 5.2 of these Bylaws shall be eligible to vote for the At-Large Director. Each qualified voter will have one vote.
- h. The Grassroots Directors will come from individual nominations who are endorsed by USA Archery Registered Clubs to serve as the Grassroots Directors in accordance with procedures outlined in the USAA Board of Directors Election Policy. The nominees for the Grassroots Directorship will provide endorsement from leadership (Admins or Directors) of a registered JOAD or Non JOAD (Adult and Collegiate) Club which is in good standing depending on the Grassroots Director seat to be elected. The nominees will be considered by the N&GC to determine that they each meet minimum qualifications to serve if elected. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the Board of Directors. The N&GC will then request that the nominees initiate USAA membership (if not already a member of USAA) and background screening through the organization's membership system. Upon successful completion of the nominees' background screening and confirmation that there are no current USCSS adjudications, the N&GC will then present the names of all qualified endorsed nominees by Registered JOAD Club or all qualified nominees from

Non-JOAD Registered Club (Adult and Collegiate) for election depending on which Grassroots Director seat is up for election. All current registered USAA JOAD or Non-JOAD Clubs (Adult and Collegiate) in good standing (depending on the Grassroots Director seat up for election) shall then vote for their respective Grassroots Director in accordance with procedures outlined in the USAA Board of Directors Election Policy and Section 5.2a of the Bylaws. Each USAA Registered JOAD or Non-JOAD Registered Club (Adult and Collegiate) in good standing shall have one vote in their respective category.

- i. At an appropriate time, the N&GC will solicit nominations of individuals to serve as the Independent Directors to be selected in accordance with procedures outlined in the USAA Board of Directors Election Policy. In soliciting or identifying nominees, the N&GC will consider the necessary expertise and diversity determined by the USA Archery Board of Directors and that nominees meet minimum qualifications to serve. The Ethics Committee will conduct a review of nominee materials and report to the N&GC whether a candidate has a conflict in any areas which would preclude them from serving on the USA Archery Board of Directors. The Board of Directors will determine if the final slate of candidates meets the experience and diversity requirements that were communicated to the N&GC. The N&GC shall then identify the Independent Director to be selected from among nominated individuals determined by the N&GC to be independent in accordance with Section 7.6 of these Bylaws. The N&GC will request that the selected individual become a USA Archery member for the purpose of initiating a background screening and completing the USCSS training through the organization's membership system and confirm that there are no current USCSS adjudications before the selection to the seat is finalized. One of the 2021 selected Independent Directors will be chosen to serve a two-year term to implement the staggering of terms for Independent Directors. This two-year term will be considered a full term.
- j. The Affiliated Organization Director will come from the National Field Archery Association ("NFAA") as the representative for all Affiliated Organization Members of USAA who are in good standing. The nominee shall complete a background screening and complete the USCSS training via the USAA membership system.

Section 7.6. Independence.

The Board, through its N&GC, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Each "independent director" shall be determined to have no material relationship with USAA, either directly or through an organization that has a material relationship with USAA. A relationship is "material" if, in the judgment of the N&GC, it could interfere with the

director's independent judgment. In determining whether a director is independent, the N&GC shall apply the guidelines set forth below.

A director shall not be considered independent if, within the preceding two years:

- a. The director or an immediate family member was employed by or held any governance position (whether a paid or volunteer position) with USAA, the IF recognized by the International Olympic Committee (IOC) and/or International Paralympic Committee (IPC), or any sport family entity of Archery;
- b. The director was affiliated with or employed by USAA's outside auditor or outside counsel;
- c. An immediate family member of the director was affiliated with or employed by the USAA's outside auditor or outside counsel as a partner, principal or manager;
- d. The director was a member of USAA's Athlete Advisory Council or USAA's Para Athlete Advisory Council, an Athlete member, Coach member, Judge member, or any other member of any other constituent group with representation on the Board;
- e. The director received any compensation from USAA, directly or indirectly (other than for expenses related to the performance of the duties of a USAA director).
- f. The director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with USAA; or
- g. The director or any immediate family member of the director had any relationship or affiliation or engaged in any activity, employment or other role that, in the judgment of the N&GC, could interfere with the director's independent judgment.

The Director must maintain an independent perspective by maintaining the requirements above for their entire term and any successive term with the exception of holding any governance role in the USOPC or USAA and including any reimbursement of expenses related thereto.

Section 7.7. Staggered Board.

The election of Directors of the Board of Directors shall be staggered four-year terms, except for the case of the Affiliated Organization Director who shall have no prescribed length of a term.

Section 7.8. Term Limits.

The term of office for a director (other than that of the Affiliated Organization Director) of the Board of Directors shall be four years; the Board shall have the discretion to modify at any time the term of any director by no more than one year as necessary to maintain the staggered nature of the Board of Directors required by Section 7.7 of these Bylaws. A director shall hold office until the director's successor is elected and qualified, or until the director's earlier resignation, removal, incapacity, disability or death. "Additionally, with regard to (a) the compound board seat selection that expired in 2018, and (b) the compound Board seat that will be selected per Section 11.7 and 11.16 in 2020, the Board shall have the right to modify the term of this position by no more than two (2) years in order to align the USAA AAC election with the selection of compound athlete Director position on the Board."

When a Director is elected/selected to fill a vacancy because of the resignation, removal, incapacity, disability or death of a director, and the remaining term is two years or more, such term shall constitute a full term. Thus, if the vacancy being filled is for two or more years, and the maximum term is four years, the director may serve one additional four-year term following completion of the filled vacancy term. If the vacancy being filled is for less than one half the maximum term, the term shall not be a full term and the director shall be able to serve two additional full terms following completion of the filled vacancy term.

The term of the Chair of the Board shall be two years. No individual shall serve as Chair for more than three consecutive terms.

Section 7.9. Director Attendance.

Directors of the Board of Directors shall be expected to attend in person all regularly scheduled Board meetings, though for exigent circumstances a director may participate in a meeting by telephone. Directors shall be required to attend no less than one half of all regularly scheduled Board meetings in person.

Section 7.10. Director Access to Management and Outside Advisors

USAA's senior management team shall attend Board meetings on a regular basis, both to make special presentations and as a discussion resource and shall be available to Board directors outside of meetings. All Board director contact with members of USAA's management team, other than the Chief Executive Officer, outside of Board meetings shall be directed to the Chief Executive Officer, though this requirement is not intended to curtail the ability of the auditor or legal counsel to advise the Board (as opposed to individual Board directors) directly of appropriate matters.

Section 7.11. Resignation, Removal and Vacancies.

Any director may resign at any time by giving written notice to the Chair or the Chief Executive Officer of USAA, except the Chair's resignation shall be given to the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In addition, the unexcused absence of a director from more than one half of the regular meetings of the Board during any twelve-month period shall be deemed to constitute the resignation of such director from the Board of Directors and shall have such effect without further action by such director or the Board of Directors.

Directors may be removed in the following manner:

- a. A director elected by members may be removed by the membership category or body that elected such director, by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the director in question) at any duly noticed meeting of such members called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The Board of Directors may call for such meeting upon two-thirds (2/3) affirmative vote of the directors then in office conducted in accordance with the same procedures as set forth in 7.11 (b) below.
- b. A director elected by the Board of Directors (or selected by the N&GC) may be removed by the directors then in office, by a two-thirds (2/3) affirmative vote at any duly noticed meeting of the Board called for the purpose of removing that director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director.
- c. Failure to provide required conflict of interest and other required compliance forms, Background Screen and completed USCSS training within 30 days of notification shall be deemed to constitute the resignation of such director from the Board of Directors and shall have such effect without further action by such director or the Board of Directors. Grounds for removal and the process for removal are outlined in USAA's Board Member Policy. No director shall be subject to removal or to not being re-named based on how they vote as a director, unless such voting is part of a violation of USAA's Code of Ethics or USAA's Board Member Policy.

A director's position on the Board of Directors shall be declared vacant upon the director's resignation, removal, incapacity, disability or death. Any vacancy occurring in the Board shall be filled as set forth for the election of the director of the Board. A

director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Similar rules shall apply to resignations, removals, and vacancies in the office of Chair.

Section 7.12. Regular and Special Meetings.

USAA's Board shall meet at regularly scheduled meetings at least two times per year, or with such other frequency as is appropriate for the Board to meet given the circumstances, and such meetings shall be spaced throughout the year. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty percent of the Board.

Section 7.13. Notice of Meetings.

Notice of each meeting of the Board of Directors stating the date, time and place of the meeting, and in the case of a special meeting the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered either personally, by mail, by private carrier, by facsimile or by electronic transmission. Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number or to the director's email address. Written notice shall be delivered no fewer than five days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or electronic transmission such notice shall be deemed to be given when the transmission is complete.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.14. Quorum and voting.

The presence of a majority of the directors of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of directors on the Board shall constitute the act of the Board.

Section 7.15. Voting by Proxy.

No director may vote or act by proxy at any meeting of directors.

Section 7.16. Presumption of Assent.

A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the individual acting as the Secretary of the Board before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7.17. Action Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if notice is transmitted in writing to each and every member of the Board and each member of the Board by the time stated in the notice either: (i) votes for such action; (ii) votes against such action; (iii) abstains from voting; or (iv) fails to respond or vote. Each director who delivers a writing described in this Section 7.17 to USAA shall be deemed to have waived the right to demand that action not be taken without a meeting.

The notice required by this Section 7.17 shall state: (i) the action to be taken; the time by which a director must respond; (ii) the time by which a director must respond; (iii) that failure to respond by the time stated in the notice will have the same effect as: (A) abstaining in writing by the time stated in the notice and (B) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (iv) any other matters that USAA determines to include.

Action is taken under this Section 7.17 only if, at the end of the time stated in the notice transmitted: (i) the affirmative votes in writing for such action received, and not revoked, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted and (ii) USAA has not received a written demand by a director that such action not be taken without a meeting.

Such action shall have the same force and effect as a vote of the Board members at a duly called meeting at which a quorum was present.

Unless the notice transmitted under this Section 7.17 states a different effective date, action taken pursuant to this Section 7.17 shall be effective at the end of the time stated in the notice.

Section 7.18. Transacting Business by Mail, Electronic Mail, Telephone or Facsimile.

The Board of Directors shall have the power to transact its business by mail, electronic-mail, telephone, or facsimile, if in the judgment of the Chair of the Board the urgency of the case requires such action. Action by mail, electronic mail, or facsimile must comply with the requirements for action without a meeting as described in Section 7.17. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by which all persons

participating in the meeting can hear each other at the same time. Such participation shall constitute presence at the meeting for all purposes.

Section 7.19. Agenda.

The Chair, in consultation with the Chief Executive Officer and the Chairs of the Board's committees, shall determine the agenda for Board meetings. Board directors shall be permitted to request items for inclusion on the agenda for Board meetings.

Section 7.20. Questions of Order and Board Meeting Leadership.

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board of Directors. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Chair shall designate in writing in advance one other member of the Board to preside. If the Chair is unable to make or has not made such a designation, the Board may choose another member of the Board to serve as presiding officer for that meeting.

Section 7.21. Effectiveness of Actions.

Actions taken at a meeting of the Board of Directors shall become effective immediately following the adjournment of the meeting, except as otherwise provided in the Bylaws or when a definite effective date is recited in the record of the action taken.

Section 7.22. Open and Executive Meeting Sessions.

Ordinarily, all meetings of the Board of Directors shall be open to members, and where appropriate, non-members. However, in the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the Chair may specifically designate and call an executive session. Alternatively, the Board of Directors may upon its own motion, convene an executive session. Minutes of each board meeting or conference call shall be taken by the Secretary and sent to each member of the Board of Directors in a timely manner. The minutes will state high-level topics discussed in executive session, if any, and when individuals recuse themselves due to a conflict of interest.

Section 7.23. Minutes of Meetings.

A summary of the minutes of all meetings of the Board of Directors shall be published on USAA's website. -The minutes will be unofficial until approved at the next scheduled board meeting, upon which time will be published on USAA's website. Meeting minutes

shall make note of the attendees at meetings, motions taken and shall note whenever a meeting participant recuses themselves due to an apparent conflict of interest.

Section 7.24. Compensation.

Directors of the Board shall not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with USAA's policies. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics committee.

ARTICLE VIII.

OFFICERS

Section 8.1. Designation.

The only elected officer of USAA shall be a Chair of the Board.

USAA shall also have a Secretary, who shall be designated by the Chief Executive Officer and who shall be a member of the USAA staff, as referred to in Section 8.2, below.

Section 8.2. Election/Selection.

The Chair of the Board shall be elected from among the directors of the Board by a majority vote.

The Chief Executive Officer shall designate the Secretary to serve as USAA's corporate secretary to handle the ministerial functions usually required by that position under corporate law and take minutes at Board meetings. The Chief Executive Officer may also designate, if needed, a person to serve as Assistant Secretary. The Secretary and Assistant Secretary, if any, (i) shall be an employee of USAA, (ii) shall be approved by the Board of Directors and (iii) shall not be a member of the Board of Directors and shall not have a vote on the Board.

Section 8.3. Term.

The term of office of the Chair of the Board shall be two years. The Chair election will take place during the Fall meeting prior to the end of the current Chair's term. The newly elected Chair shall take office on January 1st of the following year. The Chair shall hold office until the Chair's successor is elected and qualified, or until the Chair's earlier resignation, removal, incapacity, disability or death.

The term of office of the Secretary, or the Assistant Secretary, if any, is unlimited. The Secretary shall hold office until his or her employment by USAA ends, when the Chief Executive Officer designates a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. The Assistant Secretary, if any, shall hold office until his or her employment by USAA ends, when the Chief Executive Officer selects a different individual to serve as Secretary or until the Secretary's earlier resignation, removal by the Chief Executive Officer, incapacity, disability or death. In any circumstance in which the Chief Executive Officer has not designated an employee to serve as Secretary, the Board of Directors may select a Director of the Board or another individual employed by USAA to serve as Secretary.

Section 8.4. Term Limits.

Notwithstanding the provisions of Section 8.3 or Sections 7.7, 7.8 and 7.9. of these Bylaws, no individual shall serve as Chair for more than three consecutive terms of service during any two maximum term periods. No Chair of the Board shall serve more than three terms during an eight-year period. However, for the Chair serving upon the adoption of these Bylaws, the initial term of two years shall constitute a full term and such individual shall be eligible to serve only one additional two-year term.

When a Chair is elected to fill a vacancy because of the Chair's resignation, removal, incapacity, disability or death, and the remaining term is for more than one year, such term shall constitute a full term. If the vacancy being filled is for one or more years, the Chair can serve two additional two-year term following completion of the filled vacancy term. If the vacancy being filled is for less than one year, the term shall not be a full term and the director can serve three additional two-year terms following completion of the filled vacancy term.

Section 8.5. Authority and Duties of Officers.

The officers of USAA shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law:

- a. Chair of the Board. The Chair shall: (i) exercise such powers and perform such other duties as from time to time may be assigned by the Board, (ii) set all

meetings and meeting agendas, (iii) preside at all meetings of the Board of Directors, and (iv) see that all Board commitments, resolutions and oversight are carried into effect, except as the Chair may delegate to the Chief Executive Officer or others.

- b. Secretary. The Secretary shall: (i) keep the minutes of the proceedings of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; (iv) perform all duties incident to the office of Secretary; and (v) perform such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board.
- c. Assistant Secretary. An Assistant Secretary, if any, shall have the same duties and powers as the Secretary.

Section 8.6. Restrictions.

Officers of USAA shall perform their functions with due care. No individual may serve simultaneously as an officer of USAA and as an officer of an organization holding membership in USAA or as an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body.

Section 8.7. Resignation, Removal and Vacancies.

An officer's position with USAA may be declared vacant upon the officer's resignation, removal, incapacity, disability or death. The Chair of the Board may resign at any time by giving written notice to the Board of Directors. The Secretary or Assistant Secretary, if any, may resign at any time by giving written notice to the Chief Executive Officer. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The Chair may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the director in question). The Chair may also be removed not for cause upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the director in question). The Secretary or Assistant Secretary, if any, may be removed by the Chief Executive Officer, with or without cause.

Any vacancy occurring in the Chair shall be filled by the Board, by majority vote. A Chair elected to fill a vacancy shall be elected for the unexpired term of such Chair's predecessor in office. A vacancy in the office of Secretary, or Assistant Secretary, if any, shall be filled by the Chief Executive Officer. Any individual selected to fill a vacancy in the office of Secretary, or Assistant Secretary, if any, shall be approved by the Board.

Section 8.8. Compensation.

The Chair of the Board shall not receive compensation for his or her service as Chair, although the reasonable expenses of the Chair may be paid or reimbursed in accordance with USAA's policies. The Chair shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of USAA in any other capacity, provided that the rendering of such services and such compensation are approved by the Ethics committee.

Section 8.9. Surety Bonds.

The Board of Directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE IX.
COMMITTEES

Section 9.1. Designation.

There shall be no Executive Committee or other committee(s) with governance authority delegated by the Board.

USAA shall have the following standing committees:

1. Audit Committee
2. Ethics Committee
3. Board of Justice (Judicial Committee)
4. Nominating and Governance Committee (N&GC)

The Board of Directors or the Chief Executive Officer, with the approval of the Board of Directors, may establish such other committees and task forces, including subcommittees, as the Board or Chief Executive Officer deem necessary and appropriate.

The responsibilities of the standing committees are set forth in other sections of this Article IX. Standing committee members are required to complete and maintain a USCSS training and current USAA background screening for the duration of their service on the Committees. Responsibilities of other committees, subcommittees and task forces shall be assigned when they are formed.

Each standing committee, other committee, subcommittee and task force may establish procedures as are deemed to be reasonable and appropriate for conducting its business and affairs. After establishing such procedures, they shall be reported to the Board of Directors and to the Chief Executive Officer, and the Board shall have the right, but not any obligation, to approve the operating procedures.

Section 9.2. Assignments.

Except for the N&GC, committee assignments, including the designation of standing committee Chairs, shall be made as committee member terms expire by the Board. The Board of the Directors has the right to re-assign or remove the Committee Chair.

Assignments shall be made based on a combination of factors including each individual member's expertise and the needs of USAA and these Bylaws. The committee Chairs will select the committee members subject to approval by the Board. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors.

Section 9.3. Number.

Membership on standing committees shall not exceed five individuals. Membership on all other standing committees, other committees, task forces and subcommittees shall only exceed five individuals if necessary and appropriate and if approved by a majority of the Board of Directors.

Section 9.4. Athlete Representation.

All committees and task forces shall have at least twenty percent athlete representation to comply with the Sports Act and the USOPC Bylaws. Athlete Representatives on all committees and task forces can be selected by the Board of Directors, which includes athlete representatives, who meet the standards set forth in the USOPC's Bylaws, Section 8.8.3

Section 9.5. Tenure.

The term for all standing and other committee members shall be two years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event shall not exceed a period of two years.

Section 9.6. Term Limits.

No committee member shall serve for more than three consecutive terms. If the committee member's initial term is less than one year, the term shall not be a full term and the committee member shall be able to serve an additional two-year term.

Section 9.7. Committee Member Attendance.

Committee and task force members are expected to attend in person all regularly scheduled committee and task force meetings of which they are a member. Participation by telephone shall be permitted. Each committee or task force member must attend a minimum of at least one half of the committee or task force meetings of which they are a member during any twelve-month period.

Section 9.8. Resignation, Removal and Vacancies.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the

Board, if appointed by the Board or to the Chief Executive Officer, if appointed by the Chief Executive Officer. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board of Directors, on the recommendation of the committee Chair, if they fail to attend in person more than one half of the regular committee or task force meetings during any twelve month period, unless they are able to demonstrate to the directors of the Board, or to the Chief Executive Officer, if appointed by the Chief Executive Officer, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed for cause, including failure to complete and/or keep current the background screening, SafeSport training and/or provide conflict of interest disclosure documents and Code of Conduct assurances within 30 days of request, upon the affirmative vote of at least two-thirds of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the Chief Executive Officer, if appointed by the Chief Executive Officer.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

Section 9.9. Open and Executive Meeting Sessions.

Ordinarily, all committee and task force meetings shall be open to USAA members, and where appropriate, non-members. However, in the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude persons who are not members of the committee or task force at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the committee or task force may upon its own motion, convene an executive session.

Section 9.10. Reports.

Each Committee Chair shall render a full report of its activities upon the request of the Chair of the Board of Directors, but in any event will make a written report on committee matters to the Board at least annually by such date as may be established from time to time by the Board of Directors.

Section 9.11. Compensation.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with USAA's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of USAA in any other capacity, provided the Board gives explicit approval.

Section 9.12. Audit Committee.

The Audit Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit Committee and its chair, all of whom shall be directors of the Board. The independent director on the Board with financial experience shall be on the Audit Committee.
- b. The Audit Committee shall –
 1. Recommend the independent auditors of USAA, review the report of the independent auditors and management letter, and recommend action as needed;
 2. Meet with the independent auditors of USAA prior to the release and filing of USAA's annual audit to review such materials.
 3. Meet separately in executive session individually with the Chief Executive Officer and USAA's financial staff.
 4. Investigate matters of fiscal controls and disclosure and such other matter as directed by the Board; and
 5. Perform such other duties as assigned by the Board.

Section 9.13. Ethics Committee.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair. Members of the Ethics Committee shall satisfy the standards of

independence for “independent directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.

- b. The Ethics Committee shall –
 - 1. Assist in the creation and implementation of the USAA Code of Ethics and Conflict of Interest Policy;
 - 2. Report to the Board on all ethical issues, to include an annual review of USAA Conflict of Interest Forms for the Board of Directors, CEO, Standing Committees and/or others as requested and provide annual review meeting minutes to the Board of Directors;
 - 3. If requested by the Board of Justice in connection with any Complaint, review and investigate matters of ethical impropriety and make recommendations or render decisions on such matters to the Board of Justice;
 - 4. Review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and USAA members, including with respect to the USAA Conflict of Interest Policy;
 - 5. Perform such other duties as assigned by the Board; and
- c. The chair of the Ethics Committee has the right to attend all meetings of the Board and act as a discussion resource except when the Board enters executive session but shall have no voting powers.

Section 9.14. Board of Justice (Judicial Committee)

The Board of Justice shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Board of Justice and its chair. No director of the Board shall be appointed to the Board of Justice.
- b. The Board of Justice shall –
 - 1. Administer and oversee all UUSCSS, administrative grievances and right to compete matters filed with USAA; except in instances where the USCSS investigates and resolves UUSCSS grievances;
 - 2. Identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - 3. Hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters;

4. Hear and render a decision, or appoint a panel to hear and render a decision, on secondary review of red-light background screens; and
5. Perform such other duties as assigned by the Board.

Section 9.15. Nominating and Governance Committee.

The N&GC shall be selected and have the responsibilities as follows:

- a. The N&GC shall appoint its chair.
- b. The N&GC shall be selected as follows:
 1. One individual who is selected by the Board of Directors;
 2. One individual who is independent as that term is defined in Section 7.6 of these Bylaws and who is selected by the Board of Directors;
One athlete as selected by the Board of Directors, which includes athlete representatives, who meet the standards set forth in the USOPC's Bylaws, Section 8.8.3;
 3. One coach or judge who is selected by the previous N&GC; and
 4. One grassroots/ representative (Registered Club) who is selected by the previous N&GC.
- c. No individual shall be eligible to be a member of the N&GC if that individual is a current director. No individual who serves on the N&GC may serve or be eligible to serve on the Board of Directors. Members of the N&GC shall be precluded from serving as a Board director or in any other USAA capacity, whether governance or on staff, for a period of one year after their service on the N&GC ends.
- d. The N&GC shall: –
 1. Solicit or identify prospective candidates for the Board;
 2. Solicit or identify Independent Directors to serve on the Board focused on the expertise and diversity identified as needed by the Board of Directors and as provided in these Bylaws and USAA Election Policy ;
 3. Recommend as requested by the Board individuals to serve on various committees and task forces;
 4. Consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic issues;
 5. Consult with USA Archery Staff to confirm “green light” status” of candidates’ background checks, the absence of USCSS adjudications to ensure no disqualifying actions are present; and following the election of a

candidate, confirmation that USCSS training is completed as stated in Section 7.5 b of the Bylaws.

6. Perform such other duties as assigned by the Board.
- e. In soliciting or identifying a candidate for nomination to the Board, the N&GC shall take into consideration:
 1. Whether the candidate meets the minimum qualifications stated in the Bylaws for election to the USA Archery Board in the category in which they have been nominated;
 2. The candidate's contribution to the effective functioning of USAA;
 3. Whether the candidate can attend meetings and fully participate in the activities of the Board; and
 4. USAA's need for a diverse Board of Directors.

ARTICLE X.

ANNUAL ARCHERY ASSEMBLY

Section 10.1. Purpose.

There shall be an annual USAA Assembly at which all individual and organization members and other USAA constituencies in the United States Archery family shall gather and provide input to the Board on important issues confronting USAA. At USAA's Assembly, the Board of Directors shall provide a report on the "State of USAA." The Chief Executive Officer shall provide a managerial report addressing issues of concern and importance to USAA. Individual and organization members and other constituencies may be permitted to pose questions to the Board and Chief Executive Officer for response, except with respect to voting rights otherwise afforded to the members in these Bylaws. The annual USAA Assembly shall be purely advisory and shall have no rulemaking, budgetary, legislative, or other authority, though portions of the Assembly may involve the nomination process and elections for individuals to serve on the USAA Board and N&GC as otherwise set forth in these Bylaws.

Section 10.2. Place.

The annual USAA Assembly shall normally be held in conjunction with USAA's Target Nationals and U.S. Open, at a time and place designated by the Board of Directors.

Section 10.3. Notice.

Notice of the annual USAA Assembly stating the place, date and time of the meeting shall be posted on the website of USAA no fewer than sixty days before the date of the meeting.

ARTICLE XI

USAA ATHLETE ADVISORY COUNCILS

Athlete Advisory Councils

Section 11.1. Designation.

USAA shall have an Athlete Advisory Council consisting of seven individuals.

Section 11.2. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Olympic Games, the Pan American Games, World Championships or other major international competitions in the sport of Archery designated as USOPC Operation Gold competitions within the ten year period prior to December 31 of the year in which the election is held, or (ii) who have competed in and finished in the top half of USAA's National Outdoor Target Championships Senior Division as athletes within the two year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the Athlete Advisory Council. Additionally, to be eligible to run for election, an individual shall be a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held ("Eligible Athlete"). Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current UUSCSS training and Background screening requirements. Further, an individual shall be a member of USAA forty-five days prior to the date of the election (record date) to be eligible for candidacy or to vote in the election.

Section 11.3. Election/Selection.

Athlete Advisory Council: Five individuals, two of whom shall be competing in the recurve discipline, with a minimum of one female and one male, and three shall be competing in the compound discipline, with a minimum of one female and one male, shall be elected to the Athlete Advisory Council as follows: Those individuals who qualify as an "Eligible Athlete" and meet all other requirements to run shall be eligible to vote in the election. The recurve election shall take place at the end of the Quad for which the Summer Olympic Games are scheduled, but prior to January 1 of the following year. The male and female recurve nominees with the highest vote totals shall be elected to the Athlete Advisory Council. The election for the three compound representatives will take place two years following the recurve election, thereby resulting in a two-year overlap in the respective terms of each discipline's representatives. However, the Board

shall have the right to modify the election cycle for the compound positions in 2020 by no more than two (2) years in order to align the USAA AAC election with the selection of compound athlete Director position on the Board. The male and female nominees with the highest vote in each election shall be elected to the Athlete Advisory Council. The third position for compound will be filled by the nominee with the next highest vote, regardless of sex. The sixth and seventh positions on the Athlete Advisory Council shall be filled by USAA's representative to the USOPC Athlete Advisory Council and their alternate. The nominees in both the recurve and compound elections with the next highest vote will be elected as an alternate USAA Athlete Advisory Council member to serve the remainder of a term if vacated.

Section 11.4. Tenure.

The term for members of the Athlete Advisory Council shall be for four years. However, the Board shall have the right to modify the term of the compound positions in 2020 by no more than two (2) years in order to align the USAA AAC election with the selection of compound athlete Director position on the Board. A member shall remain on the Athlete Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death. Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current UUSCSS training and USAA Background screenings requirements.

Any USAA Athlete Advisory Council member may be removed for cause by the Eligible Athletes by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the USAA Athlete Advisory Council member in question) at any duly noticed vote of such Eligible Athletes called for the purpose of removing that USAA Athlete Advisory Council member. The notice of the vote shall state that the purpose of the vote is the removal of the USAA Athlete Advisory Council member. The USAA Athlete Advisory Council may call for such meeting upon two-thirds (2/3) affirmative votes (excluding the voting power of the USAA Athlete Advisory Council member in question) of the then serving USAA Athlete Advisory Council members at any duly noticed meeting of the USAA Athlete Advisory Council called for the purpose of conducting the removal vote by the Eligible Athletes, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the scheduling of the removal vote.

Section 11.5. Term Limits.

No Athlete Advisory Council member shall serve for more than two consecutive terms.

Section 11.6. Chair.

The Athlete Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 11.7. Board of Directors.

As noted in section 7.5, the USOPC AAC Athlete Director will be USAA's representative to the USOPC Athletes Advisory Council, elected pursuant 12.3 of these Bylaws.

Except as stated in Section 7.8, those individuals who compete in the compound discipline who are elected to USAA's Athlete Advisory Council and USAA's Para Athlete Advisory Council are eligible to run for the position of Compound Athlete Director on the USAA Board of Director's. The Compound Athlete Director shall be directly elected by compound athletes who meet the "Eligible Athlete" qualifications as noted in 11.2, by majority vote. At-large Athlete Directors will be directly elected by USAA athletes who meet the "Eligible-Athlete" qualifications as noted in 11.2 and 11.11 by majority vote. The initial terms for elected At-Large Athlete Directors will be four years for the athlete receiving the highest number of votes and two years for the athlete receiving the second highest vote to implement the staggering of terms for At-Large Athlete Directors. One of the At-large Athlete Directors shall be a female. The two-year term will be considered as a full term and this athlete would be eligible to serve a second four-year term if elected.

Section 11.8. Open and Executive Meeting Sessions.

Ordinarily, all Athlete Advisory Council meetings shall be open to USAA members. In the event the Athlete Advisory Council chair, with the consent of a majority of the Athlete Advisory Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Athlete Advisory Council to non-USAA members, with the consent of a majority of the members of the Council in attendance.

Section 11.9. Compensation.

Athlete Advisory Council members shall not receive compensation for their services as Athlete Advisory Council members. USAA shall pay for the reasonable expenses for Athletes who serve on the USAA Board of Directors to attend USAA Board meetings. While members of the USAA's Athletes Advisory Council shall not receive compensation for their services as Athletes Advisory Council members, they shall be entitled to obtain compensation from USAA in connection with their capacity as athletes, including, but not limited to, compensation in the form of Sponsor Value in Kind (VIK), Direct Athlete Support or in connection with Operation Gold. All Athlete Representatives shall be bound by USAA's Conflicts of Interest Policy.

Para Athlete Advisory Council

Section 11.10. Designation.

USAA shall have a Para Athlete Advisory Council consisting of seven individuals

Section 11.11. Qualifications.

Those individuals: (i) who have represented the United States as athletes in the Paralympic Games, the Para Pan American Games, Para World Championships or other major international competitions in the sport of Archery designated as USOPC Operation Gold competitions within the ten year period prior to December 31 of the year in which the election is held, or (ii) who have placed in the top half of the Para Senior division at the USAA's National Outdoor Target Championships as athletes within the two year period prior to December 31 of the year in which the election is held ("Eligible Para Athlete") shall be eligible to vote and run for election. Para Athlete Advisory Council members must maintain a USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current UUSCSS training and USAA Background Screening requirements.

Section 11.12. Election/Selection

The Para Athlete Advisory Council shall be comprised as follows, each meeting the eligibility requirements as outlined earlier in this Section 11.11:

- a) Three recurve athlete positions;
- b) Three compound athlete positions; and
- c) One military representative who is currently serving in or was honorably discharged from the Armed Forces for the United States.

A minimum of 1 female and 1 male will be selected to serve as compound and recurve representatives from each election. Additionally, to be eligible to vote or run for election, an individual shall be a citizen of the United States and eighteen years of age or older by

December 31 of the year in which the election is held. Further, an individual shall be a member of USAA forty-five days prior to the date of the election (record date) to be eligible to vote or run for election. The nominees in the recurve, compound, and military elections with the next highest vote will be elected as alternate Para Athlete Council members to serve the remainder of a term if vacated.

Section 11.13. Tenure.

The term for members of the Para Athlete Advisory Council shall be for four years and the positions should have staggered terms. The elections for the three recurve positions at the end of the Quad for which the Summer Paralympic Games are scheduled, but prior to January 1 of the following year. The elections for the three compound positions and one military veteran position will be held two years following the recurve athlete elections. A member shall remain on the Para Athlete Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death. Para Athlete Advisory Council members must maintain USAA membership throughout their term of service (cannot lapse more than 30 days) along with maintaining current UUSCSS training and Background screenings requirements.

Any USAA Para Athlete Advisory Council member may be removed for cause by the Eligible Para Athletes by a two-thirds (2/3) affirmative vote of the votes cast (excluding the voting power of the USAA Para Athlete Advisory Council member in question) at any duly noticed vote of such Eligible Para Athletes called for the purpose of removing that USAA Para Athlete Advisory Council member. The notice of the vote shall state that the purpose of the vote is the removal of the USAA Para Athlete Advisory Council member. The USAA Para Athlete Advisory Council may call for such meeting upon two-thirds (2/3) affirmative votes (excluding the voting power of the USAA Para Athlete Advisory Council member in question) of the then serving USAA Para Athlete Advisory Council members at any duly noticed meeting of the USAA Para Athlete Advisory Council called for the purpose of conducting the removal vote by the Eligible Para Athletes, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the scheduling of the removal vote.

Section 11.14. Term Limits.

No Para Athlete Advisory Council member shall serve for more than two consecutive terms.

Section 11.15. Chair.

The Para Athlete Advisory Council shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is

elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.

Section 11.16. Board of Directors

As noted in section 11.7, the USOPC AAC Athlete Director will be USAA's representative to the USOPC Athletes Advisory Council, elected pursuant 12.3 of these Bylaws.

Except as stated in Section 7.8, those individuals who compete in the compound discipline who are elected to USAA's Athlete Advisory Council and USAA's Para Athlete Advisory Council are eligible to run for the position of Compound Athlete Director on the USAA Board of Director's. The Compound Athlete Director shall be directly elected by compound athletes who meet the "Eligible Athlete" or "Eligible Para Athlete" qualifications as noted in 11.2 and 11.11, by majority vote. The USAA's Para Athlete Advisory Council Director shall be elected by para athletes who meet the "Eligible Athlete" qualifications as noted in 11.2, by majority vote.

Section 11.17. Open and Executive Meeting Sessions.

Ordinarily, all Para Athlete Advisory Council meetings shall be open to USAA members. In the event the Para Athlete Advisory Council chair, with the consent of a majority of the Council members in attendance, deems it appropriate: (i) to exclude members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Alternatively, the Council may upon its own motion, convene an executive session. Further, the chair may open a meeting of the Para Athlete Advisory Council to non-USAA members, with the consent of a majority of the members of the Council in attendance.

Section 11.18. Compensation.

Para Athlete Advisory Council members shall not receive compensation for their services as Para Athlete Advisory Council members. USAA shall pay for the reasonable expenses for Athletes who serve on the USAA Board of Directors to attend USAA Board meetings. While members of the USAA's Para Athletes Advisory Council shall not receive compensation for their services as Para Athletes Advisory Council members, they shall be entitled to obtain compensation from USAA in connection with their capacity as athletes, including, but not limited to, compensation in the form of Sponsor Value in Kind (VIK), Direct Athlete Support or in connection with Operation Gold. All Athlete Representatives shall be bound by USAA's Conflicts of Interest Policy.

ARTICLE XII.

USOPC ATHLETES ADVISORY COUNCIL

Section 12.1. Designation.

USAA shall have a representative and an alternate representative to the USOPC Athletes Advisory Council, who will be elected by USAA athletes who meet the criteria set forth in Section 12.2.

Section 12.2. Qualifications.

Those individuals who compete in the recurve discipline (Olympic) or recurve or compound disciplines (Paralympic) and who have represented the United States as athletes in the Olympic Games, Paralympic Games, the Pan American Games, Para Pan Am Games, World Championships or other major international competitions in the sport of Archery identified by the USOPC as an Operation Gold competition within the ten year period prior to December 31 of the year in which the election is held shall be eligible to run for election to the USOPC Athletes Advisory Council. Additionally, to be eligible to run for election, an individual shall be a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held and meet all other eligibility requirements outlined in the USOPC Athletes Advisory Council [Bylaws](#).

Section 12.3. Election/Selection.

All such individuals identified in 12.2 shall be automatically nominated for election to this position provided they agree in writing to serve in such position if elected. Those individuals who have represented the United States as athletes in the Olympic Games, Paralympic Games, the Pan American Games, Para Pan Am Games, World Championships or other major international competitions identified by the USOPC as an Operation Gold competition in the sport of Archery within the ten-year period prior to December 31 of the year in which the election is held shall be eligible to vote in the election. Additionally, to be eligible to vote in the election, an individual shall be a citizen of the United States and eighteen years of age or older by December 31 of the year in which the election is held. The election shall take place at the end of the Quad for which the Summer Olympic and Paralympic Games are scheduled, but prior to January 1 of the following year. The individual with the highest vote total is elected as the athlete representative to the USOPC Athletes Advisory Council. The individual with the second highest vote total, is elected as the alternate representative to the USOPC Athletes Advisory Council. Only athletes eligible to run for the USOPC Athletes Advisory Council position are eligible to vote for the USOPC Athletes Advisory Council.

Section 12.4. Tenure.

The term for all representatives to the USOPC Athletes Advisory Council shall be for one Quadrennium, commencing on January 1 of the year following the Quad for which the Summer Olympic and Paralympic Games are scheduled through December 31 of that Quadrennium.

Section 12.5. Term Limits.

No representative to the USOPC Athletes Advisory Council shall serve for more than two consecutive terms. There is no term limit restriction for the position of alternate representative.

Section 12.6. Resignation, Removal and Vacancies.

A USOPC Athletes Advisory Council representative's position with USAA may be declared vacant upon the athlete's resignation, removal, incapacity, disability or death. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

The USOPC Athletes Advisory Council representative may be removed for cause upon the affirmative vote of at least two-thirds of the total voting power of the eligible USOPC Athletes Advisory Council athletes (excluding the voting power of the athlete in question).

If the USOPC Athletes Advisory Council representative position becomes vacant, the USOPC Athletes Advisory Council alternate shall automatically assume the role.

If the USOPC Athletes Advisory Council alternate position becomes vacant in the first three (3) years of the Quadrennium, the position will be filled by the election procedures outlined in Section 12.3 above. If the alternate position becomes vacant in the final year of the Quadrennium, the position shall remain vacant.

ARTICLE XIII.

USOPC NATIONAL GOVERNING BODIES' COUNCIL

Section 13.1. Designation.

USAA shall have a representative and an alternate representative to the USOPC National Governing Bodies' Council.

Section 13.2. Election/Selection.

The Chief Executive Officer shall be USAA's representative to the USOPC National Governing Bodies' Council. The Chair of the Board of Directors shall be USAA's alternate representative to the USOPC National Governing Bodies' Council.

ARTICLE XIV.

CHIEF EXECUTIVE OFFICER

Section 14.1. Designation.

USAA shall have a Chief Executive Officer, who shall be the leader of management and vested with the authority to make management decisions on behalf of USAA. The Chief Executive Officer shall not be a voting director of the Board.

Section 14.2. Tenure.

The Chief Executive Officer shall be employed by the Board of Directors for whatever term the Board deems appropriate. The Chief Executive Officer may be removed by the Board at any time, with or without cause, but removal shall not affect the contract rights, if any, of the Chief Executive Officer. If the Chief Executive Officer has a contract of employment with USAA, the contract shall provide that the Chief Executive Officer's employment may be terminated by the Board with or without cause.

Section 14.3. Secretary General.

The Chief Executive Officer shall serve as Secretary General of USAA and in that capacity shall represent USAA in relations with the international sports federation for the sport of Archery recognized by the IOC and IPC and at international Archery functions and events.

Section 14.4. Responsibilities.

The Chief Executive Officer shall:

- a. Develop a strategy for achieving USAA's mission, goals and objectives and present the strategy to the Board of Directors for approval;
- b. Prepare and submit quadrennial and annual budgets to the Board for approval;
- c. Determine the staff needed to effectively carry out USAA's mission, goals and objectives, within USAA's budget;
- d. Oversee the hiring and termination of all staff;
- e. Either directly or by delegation manage all staff functions;
- f. Be responsible for resource generation and allocation of resources;
- g. Coordinate USAA's international activities;
- h. With the Chair of the Board, act as USAA's spokesperson;
- i. Perform all functions as usually pertain to the office of Chief Executive Officer.

ARTICLE XV.

COMPLAINT PROCEDURES

Section 15.1. Designation of Complaints.

The following kinds of complaints may be filed with USAA:

- a. **Administrative Grievance.** USAA or any member of USAA may file a complaint pertaining to any matter within the cognizance of USAA, including but not limited to any alleged violation of or grievance concerning: (i) any USAA policy rule or regulation, (ii) any provision of USAA's Bylaws, (iii) any provision of the USAA Code of Ethics (except for SafeSport violations which are handled in Section 15.1 (c) below), (iv) any applicable provision of the USOPC Bylaws, or (v) any provision of the Sports Act relating to USAA's certification as a National Governing Body;
- b. **Right to Compete.** Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to compete in a USAA sanctioned competition or in a protected competition as referred to in the Sports Act and the USOPC Bylaws.
- c. **SafeSport Violations.** In the event that a party is alleged to have violated the UUSCSS ("USCSS") Code, and /or the SafeSport section of the USAA Code of Conduct, USAA shall report and refer such matters that fall under USCSS' jurisdiction to USCSS and, shall have jurisdiction over all other matters, unless USAA is informed by USCSS that it is taking discretionary jurisdiction over a matter. Nothing herein, shall supersede any local, state, or federal reporting requirements or jurisdiction.

Section 15.2. Jurisdiction.

Any member of USAA, by reason of membership, agrees to be subject to these complaint procedures and, subject to any right to proceed to arbitration as referred to in this Article 15, agrees to be bound by any decision rendered pursuant to these complaint procedures.

Section 15.3. Manner of Filing.

Except in the case of expedited procedures, the complainant shall file the complaint at complaints@usarchery.org to notify the Chief Executive Officer and the Chair of the Board of Justice. Except for reports filed pursuant the UUSCSS Code the complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the name and address of the parties, (ii) the alleged violation, grievance, denial or threat to deny, (iii) the remedy requested, and (iv) any supporting documentation. The complainant shall sign the complaint under oath.

USAA will deliver the entire complaint to the respondent within a reasonable time after receipt, not to exceed 14 business days, without just cause for delay.

The respondent may file an answer and/or counterclaim which must be signed under oath with any supporting documentation.

USAA will deliver the entire answer and/or counterclaim to the complainant in a reasonable time after receipt, not to exceed 14 business days, without just cause for delay.

All parties will identify any witnesses that will appear at the hearing and provide the same to all parties and USAA.

SafeSport complaints should be sent to athletesafety@usarchery.org.

- a. Documents Provided to Panel: Within ten (10) days of the appointment of the Hearing Panel (detailed in Section 15.8 below), the CEO (or his or her designee) will provide to the Chair of the Hearing Panel a copy of each of the following documents: (i) the complaint; and (ii) all materials filed with the complaint, if any.
- b. Affected Parties: The Hearing Panel shall ensure that any person whose interests are affected by the relief sought in the complaint and/or any counterclaim (an “Affected Party”) is given timely notice of the proceeding and is provided with all materials described in Section 15.3. An affected party shall be eligible to participate fully in the proceeding as if an original party thereto, including the hearing. Any individual receiving notice of the proceeding as a potentially Affected Party shall be bound by the decision of the Hearing Panel, even if they choose not to participate.
- c. Timeline: The Hearing Panel shall establish a timeline for the disposition of the complaint as detailed in Section 15.7 below.

USAA prohibits retaliation against any individual for filing a complaint in good faith and will discipline those that are found to have retaliated after an investigation pursuant to USAA’s Whistleblower policy.

Section 15.4. Filing Fee.

Except in the case of expedited procedures, and a UUSCSS complaint as detailed below, a complaint filed by an individual shall be accompanied with a \$250 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that USAA is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such request is made, the Board of Justice shall determine whether to reduce or waive the filing fee. If the complaint is upheld by the Board of Justice, the fee will be returned. Notwithstanding the foregoing, complaints filed by one member against another member alleging a UUSCSS violation may be made without incurring a filing fee of any kind.

Section 15.5. Statute of Limitations.

A complaint filed under this Article XV must be filed within the following time frames based on the type of complaint:

- a) An Administrative Grievance must be filed within sixty (60) days of the occurrence of the alleged violation or grievance, except as provided below.
- b) A Right to Compete complaint must be filed within six (6) months of the denial or threat to deny.
- c) Complaints alleging misconduct within USAA's SafeSport Policy (Except for those matters subject to the jurisdiction of USCSS):
 - i. Must be filed within five (5) years of the occurrence of the alleged violation, incident or grievance. In the case of a person who was a minor at the time of the occurrence of the alleged violation, incident or grievance, the complaint must be filed no later than five (5) years following the person's eighteenth (18th) birthday.
 - ii. However, grievances alleging sexual misconduct as defined in USAA's SafeSport Policy are not subject to any statute of limitations.

Section 15.6. Field of Play Decisions.

The final decision of a Judge during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the Judge) shall not be reviewable through the procedures for, or the subject of, Administrative Grievances or Right to Compete Complaints unless the decision is: (i) outside the authority of the Judge to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the Judge. For purposes of this Section, the term "Judge" shall include any individual with discretion to make field of play decisions.

Section 15.7 Administration.

The Board of Justice shall generally administer and oversee all administrative grievances and right to compete matters filed with, and under the jurisdiction of, USAA. The Board of Justice shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Except for expedited hearings, which shall be heard in a manner set forth in Section 15.10, all hearings will be heard within 90 days after the last filing with USAA. The Board of Justice may promulgate procedures in addition to those set forth in these Bylaws, but which may not conflict with any provisions of these Bylaws, for the effective and timely administration of complaints filed with USAA.

Section 15.8 Hearing Panel.

Except in the case of an expedited procedure, upon the filing of a complaint, the chair of the Board of Justice, after consultation with the other Committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint, which shall include at least one (1) athlete. The Hearing Panel may consist of (a) Board of Justice members, (b) members of the Ethics Committee and/or (c) other individuals identified by the Board of Justice. The non-athlete hearing panel members need not be members of USAA or involved in the sport of archery. However, all hearing panel members must be disinterested throughout the course of the hearing, or will be replaced. Out of the members of the appointed hearing panel, the Board of Justice shall also appoint a chair of the Hearing Panel. USAA will disclose the panel members to the complainant and respondent.

Section 15.9. Conduct of the Proceeding.

Except in the case of expedited procedures, the Hearing Panel shall rule on all motions and other matters raised in the proceeding. The respondent may make a motion to dismiss and/or the hearing panel may on its own dismiss the matter on the grounds including, but not limited to jurisdiction, statute of limitations, failure to state a case and/or compliance with these Bylaws. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules, not inconsistent with the provisions of this Section 15.9, regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present argument. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

Section 15.10. Expedited Procedures.

If a complaint arises during the course of a competition or during travel by a team to a competition and it is necessary to expedite the proceeding in order to resolve a matter relating to the competition and compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, such complaint will be filed with the Team Coach or Team Leader and shall be heard by a Hearing Panel appointed by the Team Coach or Leader in consultation with the Board of Justice (which

may be telephonic and which may take place to establish a panel prior to the competition). The hearing panel shall consist of three (3) individuals and include the Team Coach, the Team Leader or Captain and an athlete, so long as no such person is involved in or may be affected by such complaint or the decision of the hearing panel rendered on the complaint. Such complaints shall be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

Section 15.11. Complaints Involving Selection to Participate in a Competition.

Except in the case of expedited procedures, where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information, that may be adversely affected by a decision rendered on the complaint. The hearing panel shall determine which additional individuals must receive notice of the complaint. The complainant shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual shall be bound by the decision of the hearing panel even though the individual chose not to participate as a party.

Section 15.12. Decision.

All decisions, including those of panels appointed for expedited procedures, shall be determined by a majority of the hearing panel. The Hearing Panel's decision shall be in writing and distributed to the parties. The Hearing Panel's decision will be final and binding upon the parties unless a party is entitled to seek arbitration as referred to in Section 15.13.

Where a Hearing Panel decision has been rendered in a matter where the discipline imposed is suspension, permanent expulsion or permanent ineligibility, USAA shall publish the following information on its website and newsletter:

- a) The name of the individual;
- b) The state of residence of the individual where the violation occurred and/or where the individual resides at the time the discipline is imposed;
- c) The nature of the grievance, the USAA bylaw, rule or policy which was violated, and the discipline imposed; and
- d) In the case of a suspension, notice that the suspension has been lifted following expiration of the suspension.

Section 15.13. Arbitration.

Any party may pursue arbitration with the American Arbitration Association in the event the decision involves the opportunity of the party to participate or to seek to participate in

a protected competition, as referred to in and in accordance with applicable provisions of the Sports Act and the USOPC Bylaws. The arbitration will be binding.

ARTICLE XVI.

SANCTIONING EVENTS

Section 16.1. Prompt Review of Request.

USAA shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request: (i) to hold an international or national amateur athletic competition in the United States, or (ii) to sponsor USAA athletes to compete in an international athletic competition held outside the United States.

Section 16.2. Standard for Review.

If USAA, as a result of its review: (i) does not determine by clear and convincing evidence that holding or sponsoring an international or national amateur athletic competition would be detrimental to the best interest of USAA, and (ii) confirms that the amateur sports organization or person meets the requirements for obtaining a sanction as set forth in these Bylaws, then USAA shall grant the sanction requested by the amateur sports organization or person.

Section 16.3. Requirements for Holding an International or National Amateur Athletic Competition in the United States.

An amateur sports organization or person requesting a sanction to hold an international or national amateur athletic competition in the United States shall comply with the following requirements:

- a. Submits, in the form required by USAA, an application to hold such competition;
- b. Pays to USAA the required sanctioning fee, provided that such fee shall be reasonable and non discriminatory;
- c. Submits to USAA an audited or notarized financial report of similar events, if any, conducted by the organization or person; and
- d. Demonstrates that –
 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. Appropriate provision has been made for validation of records which may be established during the competition;
 3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. The competition will be conducted by qualified officials;

5. Proper medical supervision will be provided for athletes who will participate in the competition; and
6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

Section 16.4. Requirements for Sponsoring USAA Athletes to Compete in an International Athletic Competition Held outside the United States.

An amateur sports organization or person requesting a sanction to sponsor USAA athletes to compete in an international athletic competition held outside the United States shall comply with the following requirements:

- a. Submits, in the form required by USAA, an application to hold or attend such competition;
- b. Pays to USAA the required sanctioning fee, provided that such fee shall be reasonable and non discriminatory;
- c. Submits a report of the most recent trip to a foreign country, if any, that the amateur sports organization or person sponsored for the purpose of having United States amateur athletes compete in international amateur athletic competition, and
- d. Submits a letter from the appropriate entity that will hold the international amateur athletic competition certifying that –
 1. Appropriate measures have been taken to protect the amateur status of athletes who will take part in the competition and to protect their eligibility to compete in amateur competition;
 2. Appropriate provision has been made for validation of records which may be established during the competition;
 3. Due regard has been given to any international amateur athletic requirements specifically applicable to the competition;
 4. The competition will be conducted by qualified officials;
 5. Proper medical supervision will be provided for athletes who will participate in the competition; and
 6. Proper safety precautions have been taken to protect the personal welfare of the athletes and spectators at the competition.

ARTICLE XVII.

RECORDS OF THE CORPORATION

Section 17.1. Minutes.

USAA shall keep as permanent records minutes of all meetings of the members and the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all waivers of notices of meetings of the Board of Directors.

Section 17.2. Accounting Records.

USAA shall maintain appropriate accounting records.

Section 17.3. Membership List.

USAA shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

Section 17.4. Records In Written Form.

USAA shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 17.5. Website.

USAA shall maintain a website for the dissemination of information to its members. USAA shall publish on its website (i) its Bylaws, (ii) its most recent annual financial statement; and (iii) its most recent Form 990 filed with the Internal Revenue Service.

Section 17.6. Records Maintained at Principal Office.

USAA shall keep a copy of each of the following records at its principal office:

- a. The articles of incorporation;
- b. These Bylaws;
- c. Rules and regulations adopted by the Board of Directors pertaining to the administration of the sport of Archery;
- d. The minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three years;
- e. All written communications within the past three years to the members generally as the members;
- f. A list of the names and business or home addresses of the current directors and officers;

- g. A copy of the most recent corporate report delivered to the Colorado Secretary of State;
- h. All financial statements prepared for periods ending during the last three years;
- i. USAA's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- j. All other documents or records required to be maintained by USAA at its principal office under applicable law or regulation.

Section 17.7. Inspection of Records by Members.

The following rights and restrictions shall apply to the inspection of records by members:

- a. **Records Maintained at Principal Office.** A member shall be entitled to inspect and copy, during regular business hours at USAA's principal office, any of the records of USAA described in Section 17.6., provided that the member gives USAA written demand at least five business days before the date on which the member wishes to inspect and copy such records.
- b. **Financial Statements.** Upon the written request of any member, USAA shall mail to such member its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. **Membership List.**
 - 1. **Preparation of Membership Voting List.** After determining the members entitled to vote in an election USAA shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
 - 2. **Right of Inspection.** A member shall be entitled to inspect and copy, during regular business hours at USAA's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least three months immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives USAA written demand at least five business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by USAA limiting the use of such list in accordance with Section 17.7.c.3.
 - 3. **Limitation on Use of Membership Voting List.** Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member.

Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

d. Scope of Members' Inspection Rights.

1. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
2. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
3. Reasonable Charge for Copies. USAA may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
4. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with USAA, or the power of a court to compel the production of corporate records for examination.

ARTICLE XVIII.

CODE OF ETHICS

Section 18.1. Code of Ethics.

USAA has adopted and maintains a Code of Ethics for directors, officers, members of USAA committees and task forces, members of USAA, volunteers, employees, athletes, coaches, trainers, managers, judges and referees. The Code of Ethics has been approved by the Board of Directors and will apply unless and until changed by the Board of Directors. The USAA Ethics Committee will oversee implementation and compliance with the Codes of Ethics.

ARTICLE XIX.

FIDUCIARY MATTERS

Section 19.1. Indemnification Right.

USAA will indemnify each of its present or former directors, officers, employees, committee members or official representatives, or any aforementioned individual to the extent he or she was serving another not-for-profit corporation or other entity in any capacity at the request of USAA, against all reasonable expenses actually and reasonably incurred by such person (including, but not limited to, judgments, costs and counsel fees) in connection with the defense of any pending or threatened litigation to which such person is, or is threatened to be made, a party because such person is or was serving in such capacity. This right of indemnification will also apply to reasonable expenses of litigation that is compromised or settled, including amounts paid in settlement, if USAA will approve such settlement as provided in Section 19.2 of these Bylaws. Such person will be entitled to be indemnified if they acted in good faith and in a manner they reasonably believed to be in, and not opposed to, the best interests of the corporation. The termination of any litigation by judgment, order, settlements, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner reasonable believed to be in, and not opposed to, the best interests of USAA.

Section 19.2 Determination of Payment.

Any amount payable as indemnification under this Section 19 will be determined and paid by USAA pursuant to a determination by a majority vote of a quorum of the Board, consisting of members of the Board who have not incurred expenses in connection with the litigation for which indemnification is sought, that such person seeking indemnification has met the standards of conduct set forth in this Section 19. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, such determination will be made either:

- a) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in this Section 19 has been met; or
- b) by a majority vote of the members of the Board upon a finding that the person seeking indemnification has met the applicable standard of conduct set forth in this Section 19.

Section 19.3 Advance Payment of Litigation Expenses.

Any reasonable expenses incurred by such person in connection with the defense of any litigation may be made by USAA in advance of a final disposition of such litigation upon receipt of an undertaking by such person to repay such amount if it is determined under Section 19.2 of these Bylaws that such person is not entitled to be indemnified under this Section 19.

Section 19.4 Other Rights

The right of indemnification under this section 19 will be in addition to, and not exclusive of, all other rights to which such person may be entitled.

Section 19.5 Insurance

The Board may, at its discretion, authorize the purchase of insurance on behalf of any persons indemnifiable under this Section 19. Such insurance may include provisions for indemnification of such persons for expenses of a kind not subject to indemnification under Section 19. Any repeal or modification of this Section 19 will be prospective only and will not adversely affect any right or protection of a director, officer, employee, fiduciary and agent of the corporation under this Section 19, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Section 19, prior to such repeal or modification.

Section 19.6. Discharge of Duties.

Each director of the Board, officer, committee and task force member shall discharge his or her duties: (i) in good faith, (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances, and (iii) in a manner such person reasonably believes to be in the best interests of USAA.

Section 19.7. Conflicts of Interest.

If any director of the Board, officer, committee or task force member has or is aware of a financial interest in any contract or transaction involving USAA, or has an interest adverse to USAA's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual shall: (i) disclose the conflict of interest, (ii) not participate in the evaluation of the contract, transaction or business affair and (iii) not vote on the contract, transaction or business affair.

Section 19.8. Prohibited Loans.

No loans shall be made by USAA, to any director of the Board, officer, any committee or task force member or to any USAA employee. Any Chair, director, officer, committee or task force member or USAA employee, who assents to or participates in the making of any such loan, shall be liable to USAA for the amount of such loan until it is repaid.

Section 19.9. USAA Board Member Policy.

Additional provisions and guidelines applicable to responsibilities and obligations of USAA Board members are set forth in the USAA Board Member Policy as adopted by the Board of Directors.

ARTICLE XX.

FINANCIAL MATTERS

Section 20.1. Fiscal Year.

The fiscal year of USAA shall commence January 1 and end on December 31 each year.

Section 20.2. Budget.

USAA shall have an annual budget.

Section 20.3. Audit

Each year USAA shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Audit Committee. The Audit Committee shall provide the auditor's report to the Board of Directors upon completion.

Section 20.4. Individual Liability.

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of USAA pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 20.5. Irrevocable Dedication and Dissolution.

The property of USAA is irrevocably dedicated to charitable purposes, and no part of the net income or assets of USAA shall inure to the benefit of private persons. Upon the dissolution or winding up of USAA, its assets remaining after payment, or provision for payment, of all debts and liabilities of USAA, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE XXI.

MISCELLANEOUS PROVISIONS

Section 21.1. Severability and Headings.

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 21.2. Saving Clause.

Failure of literal or complete compliance with any provision of these Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 21.3 Conveyances and Encumbrances.

Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 21.4 Designated Contributions.

The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the

corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.

Section 21.5 References to Internal Revenue Code.

All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 21.6 Governing Law.

These Bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Colorado.

ARTICLE XXII.

AMENDMENTS OF BYLAWS

Section 22.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of directors of the Board at any regular or special meeting duly called and at which a quorum is present.

ARTICLE XXIII.

EFFECTIVE DATE AND TRANSITION

Section 23.1. Effective Date.

These Bylaws shall be effective when adopted by the current Board of Directors.

ARTICLE XXIV.

Eligibility and Tournaments

Section 24.1. Eligibility.

With the exception of Recreational members, all other USAA members in good standing may participate in club and state-level competitive events of USAA for which they are eligible. Adult, Youth, Family, Life, NFAA Temporary and Honorary members may also participate in regional and national-level events for which they are eligible (see event exceptions for NFAA Temporary in section 5.2d). Temporary members are eligible for ONLY the single club or state-level event for which they applied. The Board of Directors may adopt policies and procedures pursuant to which members in good standing of Affiliated Organization members of USAA may also be eligible for participation in USAA competitions and programs.

(a) USAA National Championships. Any USAA member in good standing who is a U.S. Citizen or meets the eligibility criteria set forth in the USAT Selection Procedures, NRS 101 and/or Para NRS 101 is eligible to compete in the National Target Championships.

(b) Other USAA Sanctioned International Competitions, National Team Trials and USAA International Team Selection Events. Eligibility for participation in other USAA sanctioned international competitions, national team trials and USAA international team selection events shall be governed by the eligibility rules of IF, the USOPC, IOC and/or IPC, or other international organization as applicable with regard to such events.

Section 24.2 Technical Rules of Competition.

The Board of Directors may from time to time adopt and amend such technical rules of archery competition and policies and procedures relating thereto as may be deemed appropriate by the Board to govern the tournaments, events and activities conducted under USAA jurisdiction.

Section 24.3 Fees.

Fees for holding USAA-sanctioned tournaments and for participation in such tournaments shall be as from to time established or approved by the Board of Directors. Insofar as possible, tournament expenses shall be kept within tournament income.

Section 24.4 Annual Target Tournament.

(a) An Annual Target Tournament, to conduct USAA Archery Championships of the United States and for other appropriate competitions in archery, shall be held between July 15 and September 1, or as the Board of Directors may

otherwise determine.

(b) The Annual Target Tournament shall be held at such locations as may from time to time be determined by the Board of Directors. The place for the next Tournament shall be announced at the Annual Archery Assembly, if possible. The Annual Target Tournament may be awarded for multiple years at a location selected by the Board of Directors. As with all other USAA National and Regional Championships events and all Trials events, USAA shall seek bids to host the National Target Championships.

(c) The Annual Target Tournament shall, in general, follow the rules and regulations as approved by the Board of Directors for the preceding Tournament. In general, the same rounds, events, and archery activities shall be held, however, any change to the regular program shall be announced to the membership in the tournament registration form, no later than one hundred and twenty days prior to the event.

(d) All Tournament competition shall be in accordance with World Archery Shooting Rules, when appropriate.

Section 24.5 Tournament Director.

A Tournament Director shall be appointed by USAA. The Tournament Director shall have charge of the Annual Target Tournament of USAA subject to such rules and regulations as may be prescribed by the Board of Directors.

Section 24.6 Championships and Titles.

(a) All championship titles shall be recorded and dated as of the year in which they are won, but they shall be held until the next Annual Target Tournament, even though that may be more than one year later.

(b) Any USAA member in good standing who is a U.S. Citizen or meets the eligibility criteria set forth in the USAT Selection Procedures, NRS 101 and/or Para NRs 101 is eligible for a championship title.